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20125

RECORDED

JUN 7 1996 7:00 PM

June 7, 1996

20125 -A

RECORDED

JUN 14 1996

JUN 7 1996 7:22 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUN 7 12 28 PM '96

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement, dated May 13, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents, and Rental Rider No. 1, dated May 13, 1996, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 3005
Rosemont, Illinois 60018

Lessee: Railcar, Ltd.
1819 Peachtree Road, N.E.
Suite 315
Atlanta, Georgia 30309-1847

A description of the railroad equipment covered by the enclosed documents is:

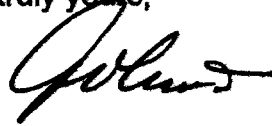
forty-eight (48) gondola cars bearing GNRR reporting marks and road numbers as set forth on Schedule I attached to Rental Rider No. 1.

Mr. Vernon A. Williams
June 7, 1996
Page 2

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

RENTAL RIDER No. 1

JUN 7 1996 12 30 PM

INTERSTATE COMMERCE COMMISSION

For purposes of the Lease Agreement between FIRST UNION RAIL CORPORATION and RAILCAR, LTD., such Lease being dated May 13, 1996,

- A. Description of Cars: 52' 6" 100-ton high-side gondola railcars
- B. Car Numbers: See Schedule I attached hereto.
- C. Term: From the date of the Lease until five (5) years from the Commencement Date. The Commencement Date shall be the first day of the month following the month in which the last Car is delivered and accepted under the Lease.
- D. Stipulated Loss Value: See Section 9(b)
- E. Rental shall equal \$368.00 per Car per month and Rental shall be payable in arrears promptly upon receipt from any Permitted Sublessee, but in no event later than 30 days after the end of any calendar quarter.
- F. Permitted Sublessees shall include:
 - 1. Georgia Northeastern Railroad Company, Inc., whose reporting marks shall be stenciled on the Cars.
 - 2. Consolidated Rail Corporation

G. Notice Addresses

Lessor:

First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 3005
Rosemont, Illinois 60018
Attention: Carmen M. Palka

Lessee:

Railcar, Ltd.
1819 Peachtree Road, N.E.
Suite 315
Atlanta, Georgia 30309-1847

- H. Assignment: Lessee hereby assigns and grants to Lessor a security interest in each sublease/assignment identified on Schedule I attached hereto.

LESSEE: RAILCAR, LTD.

BY: Wils L. Pierce

TITLE: President

SIGNATURE: Wils L. Pierce

ATTEST:

[Signature]

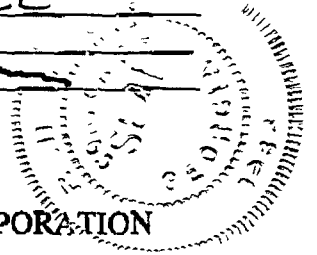
LESSOR: FIRST UNION RAIL CORPORATION

BY: _____

TITLE: _____

SIGNATURE: _____

ATTEST: _____



LESSEE: RAILCAR, LTD.

BY: _____

TITLE: _____

SIGNATURE: _____

ATTEST: _____

LESSOR: FIRST UNION RAIL CORPORATION

BY: JOHN J. THOMAS

TITLE: PRESIDENT

SIGNATURE: John J. Thomas

ATTEST: Michelle Benz

State of Georgia
County of Coweta

I, Joy F. Hardin, a Notary Public in and for said state and county, do hereby certify that Wilder L. Pierce personally appeared before me this day and acknowledged his due execution of the foregoing Rider No. 1.

May, 1996 Witness my hand and official seal this 9th day of

Joy F. Hardin
Notary Public

My commission expires: Notary Public, Coweta County, Georgia
My Commission Expires March 30, 1999

State of N. Carolina
County of Mecklenburg

I, Jerry W. Wilson, a Notary Public in and for said state and county, do hereby certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Rider No. 1.

May, 1996 Witness my hand and official seal this 13th day of

Jerry W. Wilson
Notary Public

My commission expires: 7-26-2000



SCHEDULE I

Forty-eight (48) 52'6" 100-Ton High-side Gondolas

GNRR	5705	GNRR	5765	GNRR	5841
GNRR	5711	GNRR	5797	GNRR	5847
GNRR	5714	GNRR	5802	GNRR	5849
GNRR	5717	GNRR	5806	GNRR	5854
GNRR	5719	GNRR	5807	GNRR	5857
GNRR	5721	GNRR	5808	GNRR	5859
GNRR	5723	GNRR	5811	GNRR	5889
GNRR	5724	GNRR	5814	GNRR	5894
GNRR	5726	GNRR	5816	GNRR	5909
GNRR	5727	GNRR	5818	GNRR	5914
GNRR	5729	GNRR	5819	GNRR	5915
GNRR	5736	GNRR	5825	GNRR	5917
GNRR	5743	GNRR	5826	GNRR	5920
GNRR	5746	GNRR	5838	GNRR	5927
GNRR	5751	GNRR	5839	GNRR	5938
GNRR	5755	GNRR	5840	GNRR	5942

1. That certain Letter Agreement dated January 18, 1996 ("Letter Agreement No. 1") among Seller, Georgia Northeastern Railroad Company, Inc. ("GNRR") and Consolidated Rail Corporation ("Conrail") with respect to the Cars bearing GNRR reporting marks 5700-5899.

2. That certain Letter Agreement dated February 22, 1996 ("Letter Agreement No. 2") among GNRR, Seller and Conrail with respect to the Cars bearing GNRR reporting marks 5900-5949.